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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 4298 AND DISALLOWING
AND EXPUNGING PROOF OF CLAIM NUMBERS 16266 AND 16378
(CALVARY DESIGN TEAM INC. AND LONGACRE MASTER FUND LTD.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Calvary Design Team, Inc. ("Calvary"), and Longacre Master Fund Ltd. ("Longacre," and together with Calvary, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 4298 And Disallowing And Expunging Proof Of Claim Numbers 16266 And 16378 (Calvary Design Team, Inc. and Longacre Master Fund Ltd.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 1, 2006, Calvary filed proof of claim number 4298 against Delphi, which asserts an unsecured non-priority claim in the amount of \$108,481.34 ("Claim Number 4298") stemming from the sale of goods to Delphi.

WHEREAS, on August 25, 2006, Calvary filed amended proof of claim number 16266 against Delphi amending Claim Number 4298, which asserts an unsecured non-priority claim in the amount of \$113,031.34 ("Claim Number 16266") stemming from the sale of goods to Delphi.

WHEREAS, on October 20, 2006, Calvary filed amended proof of claim number 16378 against DAS LLC amending Claim Number 16266, which asserts an unsecured non-priority claim in the amount of \$113,031.34 ("Claim Number 16378," and together with Claim Number 4298 and Claim Number 16266, the "Claims") stemming from the sale of goods to DAS

LLC.

WHEREAS, on February 15, 2007, the Debtors objected to Claim Number 16378 as untimely pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection").

WHEREAS, on March 16, 2007, the Debtors objected to Claim Number 16266 as a duplicate of Claim Number 4298 pursuant to the Debtors' Tenth Omnibus Objection (Procedural) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate and Amended Claims and (B) Equity Claims (Docket No. 7300) (the "Tenth Omnibus Claims Objection").

WHEREAS, on March 16, 2007, the Debtors objected to Claim Number 4298 concerning the Debtor entity pursuant to the Debtors' Eleventh Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims (B) Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification (Docket No. 7301) (the "Eleventh Omnibus Claims Objection"), seeking to modify the Debtor entity against which Claim Number 4298 was asserted.

WHEREAS, on April 9, 2007, Calvary assigned its interest in Claim Number 4298 and Claim Number 16378 to Longacre pursuant to a Notice of Transfer (Docket No. 7609).

WHEREAS, on April 13, 2007, Longacre filed its Response Of Longacre Master Fund Ltd. To (I) Debtors' Tenth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims And (B)

Equity Claims And (II) Debtors' Eleventh Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 7670) (the "Response").

WHEREAS, on January 31, 2008, to resolve the Ninth, Tenth and Eleventh Omnibus Claims Objections with respect to the Claims, DAS LLC, Calvary and Longacre entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$108,481.34.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors, Calvary, and Longacre stipulate and agree as follows:

1. Claim Number 4298 shall be allowed in the amount of \$108,481.34 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Claim Number 16378 shall be disallowed and expunged in its entirety.
3. Claim Number 16266 shall be disallowed and expunged in its entirety.
4. Longacre shall withdraw its Response to the Tenth and Eleventh Omnibus Claims Objections with prejudice.

So Ordered in New York, New York, this 15th day of February, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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